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Liquidating Trust*

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*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

-----X
In re: : Chapter 11
: :
CIRCUIT CITY STORES, INC., et al., : Case No. 08-35653 (KRH)
: :
Debtors. :
: Jointly Administered
-----X

**TWELFTH ORDER REGARDING LIQUIDATING TRUST'S FOURTEENTH
OMNIBUS OBJECTION TO LANDLORD CLAIMS (REDUCTION OF CERTAIN
PARTIALLY INVALID CLAIMS, RECLASSIFICATION OF CERTAIN
MISCLASSIFIED CLAIMS, DISALLOWANCE OF CERTAIN INVALID
CLAIMS, DISALLOWANCE OF CERTAIN LATE-FILED CLAIMS,
DISALLOWANCE OF CERTAIN DUPLICATE CLAIMS
AND DISALLOWANCE OF CERTAIN AMENDED CLAIMS)**

THIS MATTER having come before the Court¹ on the Liquidating Trust's Fourteenth Omnibus Objection to Landlord Claims (Reduction of Certain Partially Invalid Claims, Reclassification of Certain Misclassified Claims, Disallowance of Certain Invalid Claims, Disallowance of Certain of Late Filed Claims, Disallowance of Certain Duplicate Claims and Disallowance of Certain Amended Claims) (the "Objection"), which requested, among other things, that the claims specifically identified on Exhibit C through Exhibit H attached to the Objection be reduced or disallowed for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Court will conduct a further status conference on June 6, 2013 at 2:00 p.m. for all Claims identified on Exhibit A attached hereto.
2. The Liquidating Trust's rights to object to any claim including (without limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.
3. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

the entry of this Order.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia
_____, 2013

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Lynn L. Tavenner
Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
20 North Eighth Street, 2nd Floor
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*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner

Lynn L. Tavenner

In re Circuit City Stores, Inc. et al.
Case No. 08-35653 (KRH)
Liquidating Trust's Fourteenth Omnibus Objection to Landlord Claims
EXHIBIT A
OBJECTIONS ADJOURNED TO JUNE 6, 2013

Name & Address	Claim Number	Exhibit
Atlantic Center Fort Greene Associates LP Attn Rachel M Harari Esq Forest City Ratner Companies LLC 1 Metrotech Center N Brooklyn, NY 11201	12801	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Bank of America Bank NA as Trustee for the Registered Holders of Banc of America Commercial Mortgage Inc Commercial Mortgage Mindy A Mora Esq Bilzin Sumberg Baena Price & Axelrod LLP 200 S Biscayne Blvd Ste 2500 Miami FL 33131	9127	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
Bank of America Bank NA, as Trustee for the Registered Holders of Banc of America Commercial Mortgage Inc Commercial Mortgage Pass Through Certificates Series 2007 C1, as Collateral Assignee of TRC Associates Mindy A. Mora, Esq. Bilzin Sumberg Baena Price & Axelrod LLP 200 S. Biscayne Blvd., Ste. 2500 Miami, FL 33131	9127	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
Bank of America National Association Successor by Merger to LaSalle National Bank a Nationally Chartered Bank as Trustee for c o Capmark Finance Inc Payton Inge 700 N Pearl St Ste 2200 Dallas, TX 75201	9916	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
Centro Properties Group t/a Coastal Way, Brooksville FL c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St., 51st Fl. Philadelphia, PA 19103	12677	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Centro Properties Group t/a Coastal Way, Brooksville FL c/o David L. Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St., 51st Fl. Philadelphia, PA 19103	12630	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
CMAT 1999 C2 Emporium Drive LLC c o Mindy A Mora Bilzin Sumberg Baena Price & Axelrod LLP 200 S Biscayne Blvd Ste 2500 Miami, FL 33131	4991	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Eagleridge Associates c/o Ian S. Landsberg Landsberg Marguiles LLP 16030 Ventura Blvd., Ste. 470 Encino, CA 91436	12825	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
East Brunswick VF LLC Attn Mei Cheng c o Vornado Realty Trust 210 Route 4 E Paramus, NJ 07652	9307	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Inland Continental Property Management Corp Karen C. Bifferato & Kelly M. Conlan Connolly Bove Lodge & Hutz LLP The Nemours Bldg, 1007 N. Orange St. PO Box 2207 Wilmington, DE 19807	14939	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Inland Continental Property Management Corp. Karen C. Bifferato & Kelly M. Conlan Connolly Bove Lodge & Hutz LLP The Nemours Bldg. 1007 N. Orange St., PO Box 2207 Wilmington, DE 19807	14081	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Inland Continental Property Management Corp. c/o Bert Bittourn, Esq. Inland Real Estate Group 2901 Butterfield Rd., 3rd Fl. Oak Brook, IL 60523	12079	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS

Name & Address	Claim Number	Exhibit
Inland Pacific Property Services LLC Attn: Karen C. Bifferato and Kelly M. Conlan The Nemours Bldg. 1007 N. Orange St. PO Box 2207 Wilmington, DE 19807	13734	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Inland Pacific Property Services LLC Attn: Karen C. Bifferato and Kelly M. Conlan The Nemours Bldg. 1007 N. Orange St. PO Box 2207 Wilmington, DE 19807	14974	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
Inland Western Temecula Commons LLC c/o Bert Bittourna., Esq. Inland Pacific Property Services LLC Inland Real Estate Group 2901 Butterfield Rd., 3rd Fl. Oak Brook , IL 60523-0000	12803	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Jaren Associates No 4 Macerich Scottsdale Store No 3341 Thomas J Leanse Esq c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	13927	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Jaren Associates No 4 Macerich Scottsdale Store No 3341 Thomas J Leanse Esq c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	13927	EXHIBIT F LATE FILED CLAIMS TO BE EXPUNGED
Jaren Associates No 4 Scottsdale Macerich 203270 1466 Attn: Dustin P. Branch, Esq. c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	13992	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
KRG Market Street Village LP Attn Kenneth B Chigges Ice Miller LLP One American Sq Ste 2900 Indianapolis, IN 46282-0200	14143	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
KRG Market Street Village LP c o Ice Miller LLP Attn Mark A Bogdanowicz One American Sq Ste 2900 Indianapolis, IN 46282-0200	12707	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Lakewood Mall Shopping Center Company Macerich 203270 1463 Attn Dustin P Branch, Esq. Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	14309	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Lakewood Mall Shopping Center Company Macerich 203270 1463 Attn: Dustin P. Branch, Esq. c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	14913	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Lakewood Mall Shopping Center Company Thomas J Leanse Esq c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	13940	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Lakewood Mall Shopping Center Company Thomas J Leanse Esq c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	13940	EXHIBIT F LATE FILED CLAIMS TO BE EXPUNGED
Macerich Store No 6286 Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Pk E 26th Fl Los Angeles, CA 90067	9517	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
Macerich Vintage Faire Limited Partnership Macerich 203270 1467 Attn Dustin P Branch, Esq. Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	14130	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED

Name & Address	Claim Number	Exhibit
Macerich Vintage Faire Limited Partnership Macerich 203270 1469 Attn: Dustin P. Branch, Esq. c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	14914	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Macerich Vintage Faire Limited Partnership Thomas J Leanse Esq c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	12693	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Macerich Vintage Faire Thomas J Leanse Esq c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	14102	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
MEMORIAL SQUARE 1031 LLC C/O BERT BITTOURNA, ESQ. INLAND REAL ESTATE GROUP 2901 BUTTERFIELD RD., 3RD FL. OAK BROOK, IL 60523	10020	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
MONTE VISTA CROSSINGS LLC 1855 OLYMPIC BLVD., SUITE 250 C/O HALL EQUITIES GROUP ATTN: MARK D. HALL WALNUT CREEK, CA 94596	4050	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Montevideo Investments LLC Macerich Store No 6286 Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067	13929	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Montevideo Investments LLC Village Square 1 Macerich 203270 1468 Attn Dustin P Branch Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067	13993	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
North Plainfield VF LLC Vornado Realty Trust PO Box 31594 Hartford, CT 06150-1594	13928	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Pembroke Crossing LTD Prudential 204404 122 Attn: Dustin P. Branch, Esq. c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	13998	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Pembroke Crossing LTD Prudential 204404 122 Thomas J Leanse Esq c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	12704	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Portland Investment Company of America Sawmill Plaza 331678 15 Attn Dustin P Branch, Esq. Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	13996	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
Portland Investment Company of America Sawmill Plaza 331678 15 Attn: Dustin P. Branch, Esq. c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	14912	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Ronald D. Rossitter and Barbara M. Rossitter Attn: Dustin P. Branch, Esq. c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	13323	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
RREEF America REIT II Corp Crossroads Thomas J Leanse Esq c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	14104	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS

Name & Address	Claim Number	Exhibit
RREEF America REIT II Corp MM Crossroads 207459 67 Attn: Dustin P. Branch, Esq. c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	149104	EXHIBIT F LATE FILED CLAIMS TO BE EXPUNGED
RREEF America REIT II Corp MM Crossroads 207459 67 Attn Dustin P Branch, Esq. Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	13997	EXHIBIT G AMENDED CLAIMS TO BE EXPUNGED
RREEF America REIT II Corp MM Crossroads 207459 67 Attn: Dustin P. Branch, Esq. c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	14911	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Sawmill Plaza Place Associates Thomas J Leanse Esq c/o Katten Muchin Rosemann LLP 2029 Century Park E., 26th Floor Los Angeles, CA 90067	12751	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
The Marvin L Oates Trust c o Trainor Fairbrook Attn Nancy Hotchkiss 980 Fulton Ave Sacramento, CA 95825	7024	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
TOWSON VF LLC ATTN: MEI CHENG C/O VORNADO REALTY TRUST 210 RTE 4 E PARAMUS, NJ 07652	12699	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Towson VF LLC Vornado Realty Trust 210 Rte 4 E Paramus, NJ 07652	14169	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
UBS Realty Investors LLC, Agent for Happy Valley Town Center Phoenix AZ c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St., 51st Fl. Philadelphia, PA 19103	8107	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
Uniwest Management Services Inc Owner or Agent for Battlefield FE Limited Partner ta Fort Evans Plaza II Leesburg, VA c o David L Polack Esq Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	12548	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
Walton Hanover Investors V LLC Attn: Ed Callahan GM c/o Jones Lang LaSalle 1775 Washington St. Hanover, MA 02339	14401	EXHIBIT E INVALID CLAIMS TO BE EXPUNGED
Walton Hanover Investors V LLC Attn: James S. Carr, Esq. Robert L. LeHane, Esq. Kelley Drye & Warren LLP 101 Park Ave. New York, NY 10178	12665	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
WCC Properties LLC ADI Properties 1660 Union St Ste 400 San Diego, CA 92101	13480	EXHIBIT C REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
WCC Properties LLC ADI Properties San Diego, CA 92101	13480	EXHIBIT F LATE FILED CLAIMS TO BE EXPUNGED